

MAR-15-00 09:21 AM  
Division of Corporations

FROM: SALLEY, FEINBERG & HAMES, P.A.

407-426-2361

P.0185 P-448

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the tax audit number (shown below) on the top and bottom of all pages of the document.

((H00000011654 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)922-4003

From: Account Name : SALLEY, FEINBERG & HAMES, P.A.  
Account Number : 072100000223  
Phone : (407)426-2360  
Fax Number : (407)426-2361

LIMITED LIABILITY COMPANY

MY FITNESS CLUB.COM, LLC

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
| Certified Copy        | 1        |
| Page Count            | 04       |
| Estimated Charge      | \$160.00 |

RECEIVED  
00 MAR 15 AM 9:28  
TALLAHASSEE, FLORIDA

RECEIVED  
00 MAR 15 AM 11:00  
DIVISION OF CORPORATIONS  
FLORIDA

AL

Electronic Filing Menu

Corporate Filing

Public Access Help

Fax Audit No.: H00000011654 1

**ARTICLES OF ORGANIZATION  
OF  
MY FITNESS CLUB.COM, LLC  
a Florida limited liability company**

RECEIVED  
00 MAR 15 PM 11:00  
CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
IN FLORIDA

The undersigned, for the purpose of organizing a limited liability company pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Organization, and does hereby agree and certify as follows:

**ARTICLE ONE - NAME**

The name of the limited liability company shall be MY FITNESS CLUB.COM, LLC (the "Company").

**ARTICLE TWO - COMMENCEMENT OF EXISTENCE**

This Company shall commence existence on the date these Articles of Organization are accepted and filed with the Florida Department of State and shall continue until terminated in accordance with the Operating Agreement of the Company.

**ARTICLE THREE - MAILING ADDRESS AND STREET ADDRESS OF PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of the Company shall be 542 Sabal Trail Circle, Longwood, Florida 32779 .

**ARTICLE FOUR - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the Company shall be located at 542 Sabal Trail Circle, Longwood, Florida 32779 and the initial registered agent of the Company at that address

This document was prepared by:  
Russell P. Hintze, Esq.  
Florida Bar No. 0716839  
Post Office Box 3829  
Orlando, Florida 32802-3829  
Telephone (407) 426-2360

Fax Audit No.: H00000011654 1

STATE OF FLORIDA  
LIMITED LIABILITY CORPORATION

00 MAR 15 AM 11:00

shall be JOHN F. ELLIS . The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment to these Articles of Organization.

#### ARTICLE FIVE - PURPOSES AND GENERAL POWERS

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

#### ARTICLE SIX - MANAGEMENT

The Company shall be a manager-managed company. The Company shall be managed by at least four (4) managers. The number of managers may be increased as provided in the Operating Agreement of the Company.

#### ARTICLE SEVEN - AMENDMENT

The Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation, which amendment or repeal shall only be effectuated by the unanimous written approval of all Members of the Company.

#### ARTICLE EIGHT - ADOPTION OF OPERATING AGREEMENT

The Company shall adopt an Operating Agreement for the Company, which may contain any provisions for the regulation and management of the business and affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608 of the Florida Statutes.

Fax Audit No.: H00000011654 1

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAR 15 AM 11:00

### ARTICLE NINE - HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned Member does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets its hand and seal this 14<sup>th</sup> day of March, 2000.

HEATHCALC.NET, INC., a Texas corporation

By:

  
John F. Ellis, Vice President

MAR-15-00 09:11AM FROM-SALLEY FEINBERG HAMES HINTZE PA

+1-407-426-2361

T-528 P.05/05 F-448

Fax Audit No.: H00000011654 1

STATE OF FLORIDA  
DIVISION OF CORPORATIONS

00 MAR 15 AM 11:00

**REGISTERED AGENT CERTIFICATE OF ACCEPTANCE**

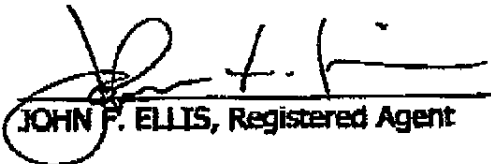
In compliance with Section 608.407(1)(d), Florida Statutes, the following is submitted:

MY FITNESS CLUB.COM, LLC (the "Company") desiring to organize as a domestic limited liability company or qualify under the laws of the State of Florida has named and designated JOHN F. ELLIS as its Registered Agent to accept service of process within the State of Florida with its registered office located at 542 Sabal Trail Circle, Longwood, Florida 32779.

**ACCEPTANCE**

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of that position as set forth in Chapter 608, Florida Statutes, as the same may apply to the Company.

Dated this 14<sup>TH</sup> day of March, 2000.

  
JOHN F. ELLIS, Registered Agent